

CONSTITUTION

HAY BEACH PROPERTY OWNERS' ASSOCIATION

ARTICLE I

Name

The name of this organization shall be Hay Beach Property Owners' Association.

ARTICLE II

The purposes of this organization shall be:

(a) To promote the property interests of the residents of Hay Beach in the town of Shelter Island, Suffolk County, New York, which is that area described on "Map of Land as Surveyed January 19, 1971 by Van Tuyl and Son for Melvin Weill, Sammy Wilder et al", and specifically includes Hay Beach Point Section A Map number 1939, Suffolk County, and any future subdivision of that land known in 1979 as "Section 9", which contains the parcel designated on this map "for use of residents only";

(b) To uphold and sustain their vested property rights;

(c) To give advancement and encouragement to all things which may be deemed for the general benefit of the locality now known as Hay Beach; and

(d) In general, to do any and all things reasonably calculated to maintain and foster good will and understanding among the residents of Hay Beach.

ARTICLE III

Membership

Section 1. This organization shall be composed of two classes of members, active and associate.

Section 2. Any person conforming to the requirements of Section 3 and 4 of this Article shall be admitted to membership in this Association upon subscribing to the Constitution and By-Laws of the Association and upon the payment to the Treasurer of an initiation fee of \$15.00 together with the dues for the current fiscal year. Membership in the Association shall terminate immediately in the event a member ceases to meet the requirements for membership set forth in either Section 3 or Section 4 of this Article.

Section 3. Active membership shall be limited to any person of voting age meeting either of the qualifications outlined in (a) or (b):

(a) A resident of Hay Beach who is either:

1. The owner of improved real property in Hay Beach, or

2. The relative by blood or marriage of such owner, but in no case shall there be more than one membership per residence, or
 3. In the event that at any future date, cluster housing or multiple dwellings shall be constructed within our sub-divisions, the question of membership and voting shall be brought to the membership for decision.
- (b) The sole designated representative of a corporation which is the owner of improved real property in Hay Beach.

Section 4. Any person of voting age shall be eligible to associate membership in the organization provided such person is the owner of improved real property in Hay Beach, but is a non-resident thereof, or such person is a tenant occupying real property in said Hay Beach. Associate members shall be entitled to all of the privileges of the organization, except the privilege of voting at meetings thereof.

Section 5. The privileges of membership in this organization may be withdrawn by vote of the Board of Directors for non-payment of dues. Upon such action by the Board of Directors, a member whose privileges have been withdrawn shall have no further right, title or interest in or to the funds or other assets of the Association, or any part thereof.

Section 6. Any member of the Association in good standing may resign by notice in writing to the Secretary. Upon resigning, a member shall have no further right, title or interest in or to the funds or other assets of the Association, or any part thereof

ARTICLE IV

Dissolution

Section 1. The existence of the Association shall continue until such time as the Association shall be dissolved by a vote of three-fourths of its members in good standing.

Section 2. In the event of dissolution, all funds and other assets of the Association which remain after paying or providing for all indebtedness of the Association, shall be divided among the members then in good standing, in the proportion which the amount of dues paid by them, respectively, during the period of three years preceding the date of adoption of the resolution to dissolve bears to the total amount of dues received during such period from such members. Any unpaid dues or other indebtedness of a member shall be deducted from such member's proportionate share in making such distribution.

ARTICLE V

Meetings

Section 1. The annual meeting of the members of the Association shall be held at such time and place as may be determined in accordance with the By-Laws. Other meetings of the members may be called by the President and shall be so called by him when so directed by petition of the members signed by at least two-thirds of the active members of the Association. The time and place

of such meetings, other than the annual meeting, shall be fixed by petition of the members, or by the President, if the meeting is called by him without prior action of the membership.

Section 2. At meetings of the Association each active member shall be entitled to cast one vote.

Section 3. All action taken at meetings of the Association, unless otherwise provided in the Constitution or By-Laws, shall require a majority of the votes of active members present.

Section 4. At all meetings of the Association, in order to constitute a quorum for the transaction of business, there shall be present a majority of the whole number of active members, provided, however, that in the absence of a quorum, those present at the time and place fixed for any such meeting may adjourn the meeting from time to time until a quorum shall be present.

Section 5. Each member of the Association may designate a substitute in writing filed with the Secretary of the Association and such substitute, when so designated, shall have all the powers, rights and privileges of said active member.

ARTICLE VI

Section 1. The general management and control of the affairs and of the property of the Association in the intervals between meetings of members shall be vested in the Board of Directors. The Board of Directors shall be composed of the four officers of the Association (namely, the President, Vice-President, Secretary and Treasurer) and four Members at Large. All members of the Board of Directors shall be elected for a term of one year. There shall also be two Trustees, elected for a term of one year. There shall be advisors to the Board of Directors for the occasion as it may arise.

The President shall be limited to two consecutive elected terms in that office. At the conclusion of the President's two successive terms in office, the Association may elect him to be a Member at Large or Trustee. In the event of the resignation or incapacity of the President, the Vice-President shall succeed to the Presidency and complete the unexpired term. A majority vote of the quorum of the Board of Directors will select a successor to complete the unexpired term of Vice-President. In the event of the resignation or incapacity of any other member of the Board of Directors, a majority vote of the quorum of the Board of Directors will select a successor to complete the unexpired term of said member.

Section 2. The Board of Directors may take action by a majority vote of those present at any meeting duly called and held as provided in the By-Laws, at which a quorum shall be present. Whenever reasonably convenient, actions shall be taken at a meeting of the Board of Directors. The Board of Directors shall however, be deemed to be in continuous session, and may also take action by the concurrence of a majority of a poll of its entire membership, taken in writing, telephone or by telegraph, in regard to any matter upon which the President has instructed the Secretary to take such a poll.

ARTICLE VII

Other Committees

Section 1. The Board of Directors may appoint such other committees as it may deem best to serve the interests of the members of the Association, may define the powers and duties of such committees, and may dissolve such committees. All such committee appointments shall expire at the end of the annual meeting following the date of appointment, but there shall be no limitation on the eligibility of such committee member for reappointment. The Board of Directors may appoint as members of any such committee either members of the Board of Directors or persons who are not members of the Board of Directors, or both.

Section 2. The Board of Directors shall, at the Spring meeting appoint a Nominating Committee consisting of a Chairman and two members. No member of the Nominating Committee shall be a present officer of the Association. The Nominating Committee shall meet at least four weeks prior to the Fall Association meeting, and thereupon shall report to the Board of Directors the candidates chosen for office.

ARTICLE VIII

Officers

The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors shall by resolution determine. The By-Laws shall make suitable provisions with respect to the election, term of office and duties of officers.

ARTICLE IX

Dues

Membership dues shall be charged in accordance with the provisions of the By-Laws.

ARTICLE X

By-Laws

The Association shall adopt By-Laws which are not inconsistent with the provisions of this Constitution.

ARTICLE XI

Relation of Members

The members of the Association shall not be deemed partners for any purpose, nor shall any member of the Association be deemed to be the agent of any other member, nor shall the Association be deemed to be the agent of any member or members, by reason of any provision of the Constitution or By-Laws of the Association.

ARTICLE XII

Amendments

This Constitution may be amended, in whole or part, by either of the following methods:

(a) By a majority of the votes of all of the active members of the Association, taken either at a meeting of the Association or by letter ballot, provided, however, that the proposed amendment shall have been previously approved by the concurrent vote of at least a majority of the Board of Directors at a meeting of the Board of Directors held upon at least ten days' written notice, stating the terms and substance of the proposed amendment.

(b) By a two-thirds majority of the votes of all of the active members of the Association, taken either at a meeting of the Association held upon at least twenty days' notice, stating the terms or substance of the proposed amendment, or by letter ballot, provided however, that under either voting procedure, such amendment shall have been proposed by petition signed by active members representing at least 20 percent of the votes of all of the active members of the Association.